

National Press Club, Board of Governors regular meeting; February 21, 2017

Meeting called to order by Board Chair Kodjak

Members present: President Ballou, Kodjak, Wallbank, al-Faruque, Murphy, Barks, Freedman, Meltzer, Salcedo, Burr, McMahon

- A quorum was achieved
- Board Vice Chair Wallbank designated acting secretary for duration of meeting

Treasurer al-Faruque presented a summary of the Treasurer's Report; a written copy of which was submitted in advance

- Noted approx. \$8,000 profit for January, noting above previous years' results for the month
- al-Faruque noted he was happy with the results despite coming in short of projected profit
- Salcedo noted profit 2/3 below projection
- Barks said profit was close to goal
- Burr said financial results were good for a January

Wallbank moved approval of minutes; Freedman seconded

- Wallbank moved to amend to reflect votes; agreed without objection
- Minutes approved as amended without objection

Burr moved to enter executive session; Ballou seconded

- Board entered executive session 6:58pm
- Board exited executive session 7:08pm

Board entered Committee of the Whole to discuss bonus targets for eligible Club staff

- Executive Director McCarren outlined requested target of \$280,854 with \$30,000 of flexibility dependent on finalized financial numbers
- Board exited Committee of the Whole
- Board approved bonus pool as presented; Unanimous vote

Salcedo presented members for approval; al Faruque seconded

- Salcedo said she and Membership Director Struglinski are working to increase journalist members

- Kodjak noted quality of applicants

Ballou moved approval of 37 of 38 members, with one candidate held over for further review; Kodjak seconded

- Approved on 6-1 roll call vote

-- In favor: Ballou, Kodjak, Salcedo, Freedman, Wallbank, Meltzer; Against: al-Faruque

Salcedo moves a status change; Meltzer seconded

- Approved by voice vote

McCarren presented the American Press Institute as candidate for a corporate membership

- Board discussed the candidate group, which McCarren said would be approved for a maximum communicator 3 voting slots and a maximum 7 communicator non-voting slots, for one year

- Discussion included on group, terms of corporate membership and whether action should be viewed as setting a precedent for how future groups would be considered; Kodjak said terms would not be binding for a precedent

- McCarren discussed history of corporate membership idea, including previous Board actions related to it

- Wallbank moved to amend to require the candidate group's three communicator voting members to be specified immediately, rather than near the end of the year

- Board approved on voice vote

- All three Communicator members requested to note in the minutes that, had they been able to vote, they would have opposed, citing disagreement with the underlying proposal

- Wallbank moved to charge the Board's membership committee with detailing terms of future corporate memberships, which in turn would guide the Executive Director in future negotiations

- Board approved on voice vote

Board approved API as the Club's first corporate member by voice vote

- Barks said he was comfortable with where discussion had gone

- McMahan stated concerns including on precedence, transparency

President's Report

Ballou noted Kathy Kiely hired as the NPCJI's press freedom fellow,

- Team transitions are ongoing; Headliners already showing results

- Emphasized priorities for Club's physical spaces, noting recommendations incoming from House and Bar Team

- Immediate priorities: Fixing/Replacing barstools in Reliable Source; introducing club-style amenities to 14th floor restrooms

- Longer-term priorities intended to begin this year: 14th floor workspace, bathroom renovations

- Ballou noted McCarren was to receive an award recognizing his extraordinary achievements as Club executive director

- Said transition from former President Burr has been smooth

New Business:

Wallbank introduced a proposal that would amend the Club's ethics rules; said procedures would clarify existing rules and codify existing practices. Wallbank said goal was to increase disclosure, while providing a mechanism for the Board to review improper spending.

- Proposal postponed to March meeting; Wallbank encouraged Board members to review proposal and propose amendments as needed

In interim, Ballou detailed planned activities on behalf of the Club where expenses may be reimbursed

- Ballou noted expenses would comply with ethics proposal
- Board approved travel and expense estimates; voice vote

Ballou moved to adjourn, second heard.

Approved